

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: August 6, 2009

MACY'S, INC.

7 West Seventh Street, Cincinnati, Ohio 45202
(513) 579-7000

-and-

151 West 34th Street, New York, New York 10001
(212) 494-1602

Delaware
(State of Incorporation)

1-13536
(Commission File Number)

13-3324058
(IRS Employer Identification No.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On August 6, 2009, Macy's, Inc. ("Macy's") issued a press release announcing Macy's sales for the fiscal quarter ended August 1, 2009. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The press release referred to above contains certain non-GAAP financial measures of expected diluted loss per share for the second quarter ended August 1, 2009 and expected diluted earnings per share for the fiscal year ended January 30, 2010, excluding costs associated with consolidations announced in February 2009. Management believes that diluted earnings (loss) per share, excluding costs associated with consolidations announced in February 2009, is a useful measure in evaluating Macy's ability to generate earnings from operations and that providing such a measure will allow investors to more readily compare the earnings referred to in the press release to the earnings provided by Macy's in past and future periods. Management believes that excluding costs associated with consolidations announced in February 2009 from this calculation is particularly useful where the amount of such items are not consistent in the periods presented. However, the reader is cautioned that any non-GAAP financial measures provided by Macy's are provided in addition to, and not as alternatives for, Macy's reported results prepared in accordance with GAAP. Certain items that may have a significant impact on Macy's financial position, results of operations and cash flows must be considered when assessing Macy's actual financial condition and performance regardless of whether these items are included in these non-GAAP financial measures. Additionally, the methods used by Macy's to calculate its non-GAAP financial measures may differ significantly from methods used by other companies to compute similar measures. As a result, any non-GAAP financial measures provided by Macy's may not be comparable to similar measures provided by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of Macy's dated August 6, 2009.

MACY'S, INC.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACY'S, INC.

Dated: August 6, 2009

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Executive Vice President, General Counsel and Secretary

Index to Exhibits

Index
Number

99.1 Press Release of Macy's dated August 6, 2009.

macy's inc.

Contacts:

Media - Jim Sluzewski
513/579-7764

Investor - Susan Robinson
513/579-7780

FOR IMMEDIATE RELEASE

MACY'S, INC. SAME-STORE SALES DOWN 10.7% IN JULY

***Company expects Q2 earnings of 15 to 17 cents
per diluted share, excluding restructuring charges***

CINCINNATI, Ohio, August 6, 2009 – Macy's, Inc. today reported total sales of \$1.377 billion for the four weeks ended Aug. 1, 2009, a decrease of 10.7 percent compared with total sales of \$1.543 billion in the four weeks ended Aug. 2, 2008. On a same-store basis, Macy's, Inc. sales also were down 10.7 percent in July.

For the second quarter of 2009, the company's total sales were \$5.165 billion, a decrease of 9.7 percent compared to total sales of \$5.718 billion in the same 13-week period last year. On a same-store basis, Macy's, Inc.'s second-quarter sales were down 9.5 percent.

For the year to date, Macy's, Inc. sales totaled \$10.364 billion, down 9.6 percent from total sales of \$11.465 billion in the first 26 weeks of 2008. On a same-store basis, Macy's, Inc.'s year-to-date sales were down 9.3 percent.

Online sales (macys.com and bloomingdales.com combined) were up 7.9 percent in July 2009, 9.4 percent in the second quarter and 12.7 percent for the year to date. Online sales positively affected the company's second quarter and year-to-date 2009 same-store sales by 0.5 percentage points. Online sales are included in the same-store sales calculation for Macy's, Inc.

Macy's, Inc. said it expects second quarter earnings of 15 cents to 17 cents per diluted share, excluding restructuring-related costs associated with division consolidations and localization initiatives announced in February 2009.

Macy's, Inc. is slated to report its second quarter earnings on Wednesday, Aug. 12, and will webcast a call with financial analysts and investors that day at 10:30 a.m. (ET). Macy's, Inc.'s webcast is accessible to the media and general public via the company's Web site at www.macysinc.com. Analysts and investors may call in on 1-866-288-0541, passcode 3634510. A replay of the conference call can be accessed on the Web site or by calling 1-888-203-1112 (same passcode) about two hours after the conclusion of the call.

Macy's, Inc., with corporate offices in Cincinnati and New York, is one of the nation's premier retailers, with fiscal 2008 sales of \$24.9 billion. The company operates more than 840 department stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy's and Bloomingdale's. The company also operates macys.com and bloomingdales.com. Prior to June 1, 2007, Macy's, Inc. was known as Federated Department Stores, Inc.

All statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of Macy's management and are subject to significant risks and uncertainties. Actual results could differ materially from those expressed in or implied by the forward-looking statements contained in this release because of a variety of factors, including conditions to, or changes in the timing of, proposed transactions,

prevailing interest rates, changes in expected synergies, cost savings and non-recurring charges, competitive pressures from specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, new and established forms of home shopping (including the Internet, mail-order catalogs and television) and general consumer spending levels, including the impact of the availability and level of consumer debt, the effect of weather and other factors identified in documents filed by the company with the Securities and Exchange Commission.

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(NOTE: Additional information on Macy's, Inc., including past news releases, is available at www.macysinc.com/pressroom).